

BALL JANIK LLP

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RECORDATION NO. 24703 FILED

NOV 20 '03 12-13 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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November 20, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of November 20, 2003. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessors:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4th Floor
Tucker, GA 30084

The Fifth Third Leasing Company
38 Fountain Square Plaza
MD 10904A
Cincinnati, OH 45263

Lessee:

Environmental Protection & Improvement Company, Inc.
1800 Bering Drive, Suite 1000
Houston, TX 77057

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Honorable Vernon A. Williams
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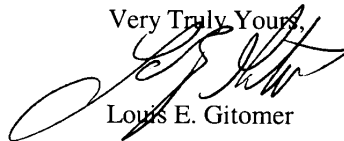
A description of the equipment covered by the Memorandum of Lease Agreement consists of 18 articulated bulk container cars numbered EPIX 91491-91508, inclusive.

A fee of \$30.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4th Floor, Tucker, GA 30084, and The Fifth Third Leasing Company, 38 Fountain Square Plaza, MD 10904A, Cincinnati, OH 45263, and Environmental Protection & Improvement Company, Inc., 1800 Bering Drive, Suite 1000, Houston, TX 77057, covering 18 articulated bulk container cars numbered EPIX 91491-91508, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

BANC OF AMERICA LEASING & CAPITAL, LLC,

THE FIFTH THIRD LEASING COMPANY

AND

ENVIRONMENTAL PROTECTION & IMPROVEMENT COMPANY, INC.

NOVEMBER 20, 2003

20 Memorandum of a Lease Agreement made and entered into as of November 20, 2003 by and among BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company ("BALC"), THE FIFTH THIRD LEASING COMPANY, a corporation ("Assignee") and ENVIRONMENTAL PROTECTION & IMPROVEMENT COMPANY, INC., a New Jersey corporation ("Lessee").

WITNESSETH:

1. BALC and Lessee have heretofore entered into that certain lease agreement dated as of October 21, 2003.
2. Certain rights and interests of BALC pursuant to the lease agreement have been assigned to Assignee.
3. Assignee has agreed to lease to Lessee, and Lessee has agreed to lease from Assignee eighteen (18) Articulated Bulk Container Railcars, bearing marks and numbers as follows: EPIX 91491 through 91508.
4. The Lease Agreement shall be effective as of the date first set forth herein above and shall be subject to the lease term, as described in the Lease Agreement.
5. This Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[signatures on following pages]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

BALC: BANC OF AMERICA LEASING & CAPITAL, LLC

By: *Jeanne Marie Martell*

Name: Jeanne Marie Martell

Title: Officer

STATE OF Georgia)
COUNTY OF DeKalb) ss.

On November 17th, 2003, before me, personally appeared Jeanne Marie Martell personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

John A. Myers (SEAL)

Notary Public, Gwinnett County, Georgia
My Commission Expires June 29, 2006

[signatures continued on following page]

By: Scott Kiley
Name: Scott Kiley
Title: Vice President

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LESSEE: ENVIRONMENTAL PROTECTION & IMPROVEMENT
COMPANY, INC.

By: J. Paul Withrow
Name: J. Paul Withrow
Title: Vice President

STATE OF Texas)
COUNTY OF Harris) ss.

On November 17, 2003, before me, personally appeared

J. Paul Withrow personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Cathy G. Brenner

(SEAL)

